

EXHIBIT C

**CERTIFICATION PURSUANT
TO FEDERAL SECURITIES LAWS**

1. I, Fiyyaz Pirani, make this declaration pursuant to Section 27(a)(2) of the Securities Act of 1933 ("Securities Act") and/or Section 21D(a)(2) of the Securities Exchange Act of 1934 ("Exchange Act") as amended by the Private Securities Litigation Reform Act of 1995.

2. I have reviewed a Complaint against 2U, Inc. ("2U" or the "Company") and, authorize the filing of a comparable complaint on my behalf.

3. I did not purchase or acquire 2U securities at the direction of plaintiffs' counsel or in order to participate in any private action arising under the Securities Act or Exchange Act.

4. I am willing to serve as a representative party on behalf of a Class of investors who purchased or acquired 2U securities during the class period, including providing testimony at deposition and trial, if necessary. I understand that the Court has the authority to select the most adequate lead plaintiff in this action.


5. To the best of my current knowledge, the attached sheet lists all of my transactions in 2U securities during the Class Period as specified in the Complaint.

6. During the three-year period preceding the date on which this Certification is signed, I have not sought to serve as a representative party on behalf of a class under the federal securities laws.

7. I agree not to accept any payment for serving as a representative party on behalf of the class as set forth in the Complaint, beyond my pro rata share of any recovery, except such reasonable costs and expenses directly relating to the representation of the class as ordered or approved by the Court.

8. I declare under penalty of perjury that the foregoing is true and correct.

Executed 08/06/2019
(Date)


(Signature)

Fuyyaz Pirani
(Type or Print Name)

2U, Inc. (TWOU)

Pirani, Fiyaz

List of Purchases and Sales

Date	Purchase or Sale	Number of Shares/Unit	Price Per Share/Unit
8/1/2018	Purchase	15,000	\$77.1224
8/8/2018	Purchase	5,000	\$73.5000
11/12/2018	Purchase	10,000	\$52.9021
5/7/2019	Purchase	386	\$49.9000
5/8/2019	Purchase	9,614	\$49.9449
5/8/2019	Purchase	10,000	\$48.9218
5/9/2019	Purchase	10,000	\$44.9000
5/9/2019	Purchase	10,000	\$42.6000
5/28/2019	Purchase	10,000	\$39.9325